21-41234

FORM D

**PROCESSED** 

OCT 2 8 2002

THOMSON FINANCIAL

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION 5 2002
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

FS SEC US	E ONLY
Prefix	Serial
	] _
DATE RE	CEIVED
1	ł

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Sale of Class E Convertible Preferred Units.

Filing Under (Check box(es) Type of Filing: [x] New Filin		504 [] Rule 505	[x] <u>Rule 506</u>	[ ] Section 4(6)	[]ULOE
	A. BAS	IC IDENTIFICATI	ON DATA	100) 1011 5111	9 18918 11911 19119 91198 11811 11188 11189
1. Enter the information requ	ested about the issuer	,			
Name of Issuer (check if this Axonn, L.L.C.	is an amendment and	name has changed,	and indicate ch	ange.)	02061452
Address of Executive Offices 2021 Lakeshore Drive, Sui	•	• • • • • • • • • • • • • • • • • • • •	) Telephone Nu (504) 282-81	` •	ea Code)
Address of Principal Busines (if different from Executive O Same as Executive Offices	ffices)	and Street, City, Sta	te, Zip) Telepho	one Number (Includ	ing Area Code)
Brief Description of Business The manufacture and dis commercial applications	stribution of wireless	spread spectrum a	nd narrow ban	d radio devices for	r industrial and
Type of Business Organization	on				<del></del>
[ ] corporation [ ] business trust		rship, already formed rship, to be formed		er (please specify): nited liability com	pany
		Month	Year		
Actual or Estimated Date of l Organization:	ncorporation or	July 26, 2	000 [x] Ac	tual [ ] Estimated	
Jurisdiction of Incorporation	or Organization: (Ente N for Canada; FN for			eviation for State: LA	

### **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (2-99)

			Α	. BASIC IDE	NTIFIC	ATION DA	TA			
<ul> <li>Each benefic securities of</li> <li>Each execution</li> </ul>	er of the cial owner the issue tive office	issuer, if the in the part is the part; and director	ssue ower	r has been orga to vote or dispo	se, or dir	rect the vote or	rdispos	ition of, 10%		re of a class of equity of partnership issuers; and
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[]	Executive Officer	[x]	Director Manager	[]	General and/or Managing Partner
Full Name (Last nan Hoyt, Thomas B.										
Business or Resider c/o 313 Carondele	nce Add t Street	ress (Number, 16 <sup>th</sup> floor,	er an New	d Street, City, Orleans, LA	State, 2 70130	Zip Code)				
Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[]	Executive Officer	[x]	<del>Director</del> Manager	[]	General and/or Managing Partner
Business or Resider c/o 2021 Lakeshore Check Box(es) that Apply: Full Name (Last name Condended In Pro-	[ ] ne first,	Promoter if individual)	New			Executive Officer	[x]	<del>Director</del> Manager	[]	General and/or Managing Partner
Sanderford, H. Br Business or Resider c/o 2021 Lakeshor	nce Add	lress (Numbe				Zip Code)				<del> </del>
Check Box(es) that Apply:		Promoter			[x]	Executive Officer	[x]	Director Manager	[]	General and/or Managing Partner
Full Name (Last name Strobel, William I	3.									
Business or Resider						Zip Code)	<del></del>			
Check Box(es) that Apply:	[]	Promoter		Beneficial Owner	[]	Executive Officer	[x]	<del>Director</del> Manager	[ ]	General and/or Managing Partner
Full Name (Last name Arnold, Gary P.  Business or Reside				ad Stroot City	State	Zin Codo)				

### Apply:

Full Name (Last name first, if individual)

Phillips, Delaney E.

Check Box(es) that []

Business or Residence Address (Number and Street, City, State, Zip Code)

Promoter [ ] Beneficial

Owner

c/o 1155 Perimeter Center West, Atlanta, GA 30338

13940 Atlanta National Drive, Alpharetta, GA 30004

Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive [x] Director [ ] General and/or Apply: Owner Officer Manager Managing Partner	 						
	 []	Promoter	[]	 []	[x]	 []	

[] Executive

Officer

**Director** 

Manager

[X]

[]

General and/or

Managing Partner

Full Name (Last name first, if individual)

Wilson, L. Edward

(NINOS7296 1)

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Three Northwinds Center, 2500 Northwinds Parkway, Suite 475, Alpharetta, GA 30004

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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		A. BASIC ID	ENTIFIC	ATION DA	ATA			
securities of the iss	e issuer, if the issumer having the pow- uer; per and director of the control of	er has been orger to vote or dis corporate issuer	pose, or di	rect the vote of	or dispos	sition of, 10%		re of a class of equity of partnership issuers; and
Check Box(es) that [ ] Apply:	Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first Hibernia Capital Corpo	•							
Business or Residence Ad 313 Carondelet Street, 1	dress (Number a			Zip Code)				
Check Box(es) that [ ] Apply:	Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first Industrial Technology V	•							
Business or Residence Ad Three NorthWinds Cen	•			•	retta,	GA 30004		
Check Box(es) that [ ] Apply:	Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first Axonn Corporation	, if individual)							
Business or Residence Ad 2021 Lakeshore Drive, S	,			Zip Code)				
Check Box(es) that [ ] Apply:	Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first Chevron Technology Ve								
Business or Residence Ad 6001 Bollinger Canyon								
Check Box(es) that [ ] Apply:	Promoter [x]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first								
Mirant Fund 2001, LLC								
Business or Residence Ad	•		y, State, 2	Zip Code)				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				B. I	NFORM	ATION A	ABOUT (	OFFERIN	IG.			
. Has	the issue	sold, or	does the	issuer int	end to se	ll, to non-	accredited	l investor	s in this o	ffering?	Yes []	No [x]
				Answer	also in Ap	opendix, (	Column 2,	if filing u	nder ULO	E.		
. Wha	t is the m	inimum ir	vestmen	that will	be accept	ted from a	any individ	lual?	***************************************		<b>.</b>	BT/A
											\$ Yes	<u>N/A</u> No
. Does	s the offer	ing perm	it joint ow	nership c	of a single	Unit?	•••••	••••••	•••••	••••••	[]	[x]
indire sales broke deale you r	er. If more	commiss ties in the er registe than five orth the in	ion or sime offering, red with the (5) person formation	nilar remu If a pers he SEC a ons to be for that t	neration f on to be l and/or with listed are	for solicita isted is ar n a state ( associat	ation of pun associator states, ed person	rchasers ed persor list the na	in connect or agent or of the	ction with	r 	
·uii ina		plicable (	(Althoug	h one or			nay have ese claim				fee und	er a July 18
 Busine	ss or Res		<u> </u>						······································			
States	in Which (Check						it Purchas		•••••	[	] All Sta	ites
AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
IL] MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
RI]	[sc]	[SD]	[TN]	[TX]	[UT]	[TV]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
-ull Na	ıme (Last	name firs	st, if indivi	dual)								
Busine	ss or Res	idence A	ddress (N	lumber ar	nd Street,	City, Sta	te, Zip Co	de)				
Vame •	of Associa	ated Brok	er or Dea	ler								
States	in Which										3.44.0.	
	(Check	"All State	es" or che	ck individ	lual State	s)				[	J All Sta	ites
[AL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
(IL) (MT)	[NĒ]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ame (Last	name firs	st, if indivi	dual)								
Busine	ss or Res	idence A	ddress (N	lumber a	nd Street,	City, Sta	te, Zip Co	de)				
Name	of Associ	ated Brok	er or Dea	ler								
States	in Which	Person L	isted Has	Solicited	or Intend	ls to Solic	it Purcha	sers				
										[	] All Sta	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[MM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

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## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

On July 18, 2002, Axonn, L.L.C. (the "Company") authorized the sale of 67,188,285 Class E Convertible Preferred Units (the "Class E Units") for an aggregate offering price of \$5,375,063.05 in two tranches, the first of which was funded immediately and the second of which was funded on October 9, 2002. On October 10, 2002, the Company sold an additional 6,250,000 Class E Units to a coinvestor for an aggregate offering price of \$500,000. The information set forth below reflects the funding of the second tranche financing, under which 16,377,339 Class E Units were sold for \$1,310,187, and the sale of the 6,250,000 additional Class E Units on October 10, 2002.

Type of Security	Aggregate Offering Price	Amount Already Sold *
Debt	•	
	\$ <u>N/A</u> \$ N/A	\$ <u>N/A</u>
	\$N/A	\$ <u>N/A</u>
[ ] Common [ ] Preferred	¢ 1 010 107 00	¢ = 075 000 05
		\$ <u>5,875,063.05</u>
	\$N/A	\$N/A
Other (Specify)	\$ N/A	\$ <u>N/A</u>
Total	\$ <u>1,810,187.00</u>	\$ <u>5,875,063.05</u>
Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased		
securities in this offering and the aggregate dollar amounts of their purchases. For	* Reflects c	umulative amounts
offerings under Rule 504, indicate the number of persons who have purchased	of Class E L	Inits sold in the
securities and the aggregate dollar amount of their purchases on the total lines.	first and sec	cond tranches and
Enter "0" if answer is "none" or "zero."	on October	10, 2002.
		Aggregate Dollar
	Number of	Amount of
Accredited Investors	Investors	Purchases
	10	\$ <u>1,810,187.00</u>
Non-accredited Investors	-0-	\$
Total (for filings under Rule 504 only)	N/A	
		· Y
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering		
	Type of	Dollar Amount
	Security	Sold
Rule 505	N/A	\$
Regulation A	N/A	\$ <u>-0-</u>
Rule 504	N/A	\$ <u>-0-</u>
Total	N/A	\$
4. a. Furnish a statement of all expenses in connection with the issuance and		
distribution of the securities in this offering. Exclude amounts relating solely to		
organization expenses of the issuer. The information may be given as subject to		
future contingencies. If the amount of an expenditure is not known, furnish an		
estimate and check the box to the left of the estimate.	. [1\$_	0
Transfer Agent's Fees		-0-
Printing and Engraving Costs		-0-
Legal Fees		5,000.00
Accounting Fees		<u>-0-</u>
Engineering Fees		<u>-0-</u>
Sales Commissions (specify finders' fees separately)		<u>-0-</u>
Other Expenses (identify) Reimbursement of Transaction Fees		32,754.68
Total	[x] \$	<u>37,754.68</u>

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$<u>1,772,432.32</u>

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers,	
	Affiliates	Payments To Others
Salaries and fees	[]\$	_ []\$
Purchase of real estatePurchase, rental or leasing and installation of machinery	[]\$	_ []\$
and equipment	[]\$	_ []\$
Construction or leasing of plant buildings and facilities	[]\$	_ []\$
pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	11\$	11\$
Working capital	[]\$	[]\$ <u>1,772,432.32</u> []\$
Other (specify):	ι Ι Φ	_ l l P
	[]\$	[]\$
Column Totals	[]\$	[x] \$ <u>1,772,432.32</u>
Total Payments Listed (column totals added)	[x] <u>\$1</u> ,	772,432.32

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Axonn, L.L.C.	Will St	October 10, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
William B. Strobel	President	

### **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No [ ] [x]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date	
Axonn, L.L.C.	11119	October 10, 2002	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
William B. Strobel	President		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.